Milwaukee Radio Amateurs' Club
2004 By-Laws

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Submitted by: MRAC Board of Directors

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PREAMBLE

The Milwaukee Radio Amateurs' Club, Inc., was incorporated under the laws of the State of Wisconsin in March 1923, and herein, further reference to the Corporation shall be MRAC.

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ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be the MILWAUKEE RADIO AMATEURS' CLUB, MRAC herein, as included in the Articles of Incorporation, and being in existence since 1917, to conduct business in Milwaukee, Wisconsin and its suburbs since that date.

ARTICLE II - PURPOSE OF MRAC

The purpose of the MRAC as set forth in the Articles of Incorporation, its purpose is to foster the ownership, operation and maintenance of amateur radio equipment, amateur radio stations and other apparatus as to promote the art, science and technology relating to amateur communications. It shall also conduct courses of instruction for each grade of amateur operator license and shall maintain affiliation with the ARRL of Newington CT.

It shall also provide membership meetings to promote the friendly exchange of information concerning the improvement of communication, using present or advance technologies, and to insure effective compliance with the Rules & Regulations of the Federal Communications Commission, and the State of Wisconsin.

ARTICLE III - MEMBERSHIP

MRAC shall have FOUR classes of membership, consisting of the following:

1. REGULAR MEMBERS shall hold a valid Amateur Radio License and have a bona-fide interest in supporting the club and its amateur radio activities.

2. ASSOCIATE MEMBERS shall have a bona-fide interest in supporting the club and its amateur radio activities.

3. LIFE MEMBERS shall be elected from the membership by the Board of Directors, after such member has attained the age of 60 or more years and has been a member in good standing continuously for at least 20 years immediately prior to reaching the required age.

4. FAMILY MEMBERSHIP shall include all licensed family members as well as anyone having a bona-fide interest in amateur radio, living under the same roof. All licensed family members shall have voting privileges, but only one roster and one newsletter will be sent for use by the entire family.

Each member of MRAC, with the exception of Associate members and non-licensed family members, if in good standing, and present at the meeting, shall be eligible to participate in the business meetings of the MRAC. He or she will be eligible to serve in any of the elective or appointed positions, and shall have a vote, either in person or by proxy, at the annual meeting of MRAC.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: GENERAL POWERS - The property, affairs, and business of MRAC shall be managed by the Board of Directors.

Section 2: NUMBER AND TERMS OF OFFICE - The Board of Directors shall consist of nine (9) persons. There shall be 4 Officers of MRAC and 5 Directors. All Officers and Directors shall be elected by the voting membership. The term of office shall be two (2) years and at the expiration of any term, any Officer or Director, may be re-elected.

Section 3: ORGANIZATION - At all meetings of the Board of Directors, the President shall preside, and in the absence of the President the Vice-President shall preside. In the event of both absences the Secretary shall preside.

Section 4: RESIGNATION, REMOVAL OF A OFFICER OR DIRECTOR - Any Officer or Director of MRAC may resign at any time by giving written notice to the Secretary of the MRAC. Such resignation shall take effect as of the date of receipt of the notice, or at a later time as specified in the notice. The resignation need not be accepted in order to have become effective. Any one or more of the Officers or Directors may be removed for due cause at any time, by vote of the Board of Directors, at a special meeting called for that purpose.

Section 5: PLACE OF MEETINGS - The meeting of the Board of Directors shall be held at such time and place of mutual agreement designated by verbal or written notice to the Officers and Directors.

Section 6: SPECIAL MEETINGS - Special meetings of the Board of Directors shall be held upon written demand of two (2) Officers or Directors, addressed to the President, Vice-President or Secretary. The notice shall state the purpose or object of the meeting. Notice of such meeting shall be mailed physically or electronically to each Officer and Director, addressed to their residence or usual place of business at least two (2) weeks before the date on which the proposed meeting is to be held. Every such notice shall state the time, date, place and purpose of the meeting. No business other than that stated in the notice shall be transacted at the meeting without every Board members' consent.

Section 7: QUORUM AND MANNER OF ACTING - A majority of Officers and Directors in office at the time of any regular meeting or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. The act of the majority at any such meeting for which a quorum is present shall constitute a act of the Board of Directors. In the absence of a quorum, a majority of the Officers and Directors present at the meeting may adjourn the meeting until such time that a quorum can be present. The Officers and Directors present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, regardless of subsequent withdrawal of enough members to leave less than a quorum. In accordance with Section 181.72 State of Wisconsin Statutes, any action that might be taken by the Board of Directors may be taken without a meeting, if done in writing and signed by all of the Officers and Directors.

Section 8: ABSENCE - Should any Officer or Director absence them-self from three (3) consecutive meetings of the Board of Directors, without sending a communication to the President or Secretary, stating their reasons for so doing, and if such excuse should not be accepted by the members of the Board, such seat on the Board may be declared vacant, and the President may proceed to appoint someone to fill the vacancy. The person so chosen must be a member in good standing and must hold office until the next annual meeting of the membership, or until their successor has been chosen at a special meeting of the Board of Directors.

ARTICLE V - OFFICERS

Section 1: NUMBER - There shall be nine (9) members on the Board of Directors. The Officers of MRAC shall be, President, Vice President, Secretary and Treasurer. There shall be five (5) Directors. The Board of Directors shall consist of an odd number to avoid conflict during voting. A majority vote is five (5) members of the Board.

Section 2: ELECTION, INSTALLATION and TERMS OF OFFICE - The Officers of MRAC shall be elected bi-annually by the membership, and the Directors shall be elected alternately every year with either three (3) or two (2) depending on which is due. Each Officer and Director shall serve a two (2) year term. The newly elected Officers and Directors shall be formally installed at the regular June meeting of the membership. Officers and Directors shall continue in office until their successor is duly elected and qualified, and has discharged their duties, or until they have been removed in the manner provided in Article IV, Section 4.

Section 3: REMOVAL - Any Officer or Director may be removed. See Article IV, Section 4.

Section 4: RESIGNATION OF OFFICER OR DIRECTOR - See Article IV, Section 4.

Section 5: VACANCIES - A vacancy in any Officer or Director position, for any reason, shall be filled for the un-expired portion of the term in the manner prescribed in Article IV, Section 8.

Section 6: COMPENSATION - No compensation or payment shall ever be made to any Officer or Director of MRAC, except as reasonable allowance for a Board approved expenditure made.

Section 7: RESPONSIBILITIES - The Board as a group (all Officers and Directors) shall be responsible for the organization of all technical and speaker programs, and other programs of the year. The Board as a group shall be responsible for promoting membership and attendance at the meetings of the MRAC and provide a place for the meetings. All Board members are responsible for insuring all meetings are conducted in a business like and civil manner.

Section 8: PRESIDENT - The President shall preside at all regular meetings of the membership. The President shall:

- Perform such duties assigned by the Board of Directors
- Have the power to appoint committees to carry on activities of MRAC
- Have the power to appoint someone to fill a vacancy on the Board or on a Committee
- Sign and execute all authorized bonds, contracts, and other authorized obligations in the name of MRAC

Section 9: VICE-PRESIDENT – The Vice-President shall discharge the duties of the President in President's absence or disability for any cause, in addition to any duties assigned to by the President. The Vice-President shall carry the responsibility to see that the Board as a whole is promoting membership in MRAC and providing technical and speaker programs.

Section 10: SECRETARY - The Secretary shall keep minutes of all meetings of MRAC and of the Board of Directors. The Secretary shall, if requested, read the minutes of the previous meeting to the membership. The Secretary shall perform all duties incident to the office and

discharge such other duties as may be assigned by the Board of Directors. The Secretary shall preside over any Board or regular meeting in the absence of both the President and Vice-President.

Section 11: TREASURER - The Treasurer shall have charge of all receipts and moneys of the MRAC. The Treasurer shall deposit them in the name of MRAC in a financial institution approved by the Board of Directors, and shall keep regular accounts of receipts and disbursements, submit a record when requested, and give an itemized statement at regular meetings of the MRAC. The Treasurer shall disburse funds as authorized by the Board. The Treasurer shall perform all duties incident to the office, and customarily performed by the Treasurer as well as discharging such other duties as may be assigned by the Board of Directors.

Section 12: DIRECTORS - All Directors shall discharge the duties assigned to them by the Officers and the Board of Directors. Directors shall promote membership in MRAC and promote the art, science and technology relating to amateur communications.

ARTICLE VI - MEETINGS

Section 1: ANNUAL MEETINGS - There shall be an annual meeting held at the regular May membership meeting of each year, for the election of Officers and Directors, and for receiving any required annual reports from the Officers, Directors, and committees along with other business as may be required. Notice of the Annual Meeting shall be distributed electronically via email or in the club Hamateur Chatter to the last recorded address of each member, at least ten (10) days prior to the time appointed for such meeting. Such notice shall state the time, date, location, and purpose of the meeting.

Section 2: REGULAR MEETINGS - The regular meetings shall be held at times and places as prescribed by the Board of Directors.

Section 3: SPECIAL MEETING - A special meeting of the members may be held whenever called by the Secretary upon the direction of the President, or upon written direction, signed by 15% of the members in good standing. The Secretary shall give five (5) days written notice of such meeting electronically via email or by ordinary mail to such members.

Section 4: QUORUM - The presence of 15% of the members of MRAC entitled to vote, shall be necessary to constitute a quorum for the transaction of business. That “Quorum” shall exclude non-licensed associate and family members. Voting regular members residing outside a 100 mile radius of Milwaukee may authorize the Board to vote on their behalf via proxy. Their proxy will be counted as part of the required 15%.

Section 5: CONDUCT AT MEETINGS - All meetings shall be conducted in a professional business manner and with polite social behavior.

ARTICLE VII – CONTRACTS, CHECKS, DRAFTS & BANK ACCOUNTS

Section 1: CONTRACTS, etc. - The Board of Directors may authorize any Officer and/or Director of MRAC to enter into a contract or execute and deliver any instrument in the name of, and on behalf of MRAC. Unless so authorized, no Officer or Director shall have the power to bind the MRAC by any contract, or render it liable for any pecuniary amount.

Section 2: LOANS - No loan shall be contracted on behalf of MRAC, and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any Officer or agent of MRAC may effect loans and/or advances at any time for MRAC. Such authority shall be confined to specific instances.

Section 3: CHECKS & DRAFTS, etc. - All checks, drafts, or other orders for payment of notes or indebtedness, shall be signed by such persons as the Board of Directors shall designate, usually by the Treasurer, or in the Treasurers absence, by the President.

Section 4: DEPOSITS - All funds of the MRAC shall be deposited to the credit of the MRAC, in such banks, trust companies or other depositories as the Board of Directors designate.

Section 5: FISCAL YEAR - MRAC shall operate on a calendar year basis in the conduct of its financial affairs.

ARTICLE VIII - CUSTODIAN

CUSTODIAN: There shall be a Custodian appointed by the Board of Directors. He shall be charged with guarding and caring for MRAC property committed to his custody. He shall prepare and maintain an inventory of such property. A representative of the Board of Directors shall be allowed to examine and verify the written inventory, annually, by comparing it to the physical items in storage. The Custodian shall dispose of the property only at the direction of the Board of Directors, who may, from time to time, authorize its disposal, loan or issue for a specific purpose.

ARTICLE IX – CORPORATE SEAL AND CLUB (W9RH) LICENSE

Section 1: CORPORATE SEAL - MRAC shall have a corporate seal to be used on all legal and official documents.

Section 2: CLUB AMATEUR RADIO LICENSE (W9RH) - The Board of Directors shall appoint a trustee for the MRAC amateur radio license (W9RH). The trustee must be a regular member in good standing and hold an Extra Class license. The Board of Directors may change the trustee at any time. All regular members that use the W9RH call are required to follow all FCC rules and regulations, as well as any instructions issued by the license trustee. While the W9RH call is in use, the trustee must have direct control of the station, or he must appoint another regular member of MRAC to act on his behalf.

ARTICLE X - "HAMATEUR CHATTER"

The Board of Directors shall appoint an editor to produce a MRAC newsletter, a minimum of six (6) times per year. The position of Editor is an unpaid position. The term is indefinite or until the editor resigns. The Editor shall continue until a successor is duly appointed and qualified. The Editor may be removed for due cause at any time by a majority vote of the Board of Directors.
The newsletter shall be called the Hamateur Chatter. The Hamateur Chatter shall be distributed via electronic mail to all members and via regular mail to all regular members, in good standing, that request a printed copy. All Hamateur Chatter contents and format shall be subject to approval by the Board of Directors.

ARTICLE XI - ROSTER

The Board of Directors shall appoint a committee to draft an updated roster a minimum of once every three (3) years. The contents of the roster shall be at the discretion of the Board of Directors.

ARTICLE XII - VEC PROGRAM

MRAC shall sponsor a VEC. Members of the VEC team shall be volunteers, in good standing with the MRAC. The term of office shall be indefinite. The member of the VEC team may resign at any time. The team member shall continue until MRAC can find a successor, and insure the successor is fully qualified and all files and VEC materials have been transferred. The MRAC reserves the right to discontinue sponsorship at any time.
The VEC shall have the freedom to run the program in their format and by their time schedule. The VEC shall be required to follow the strict guide lines set by the NCVEC and any related rules set by the FCC. Records on cash receipts and expenditures must be kept and turned into the MRAC treasurer. The MRAC Board of Directors shall provide support, accounting, and banking service.

ARTICLE XIII - REPEATER

MRAC shall own and operate a repeater at the discretion of the Board of Directors. The repeater call shall be W9RH.

PURPOSE: Use by MRAC members for communication, promoting club membership and general use by Milwaukee area amateurs.

The Board of Directors may render the repeater inoperative at any time for any reason. The MRAC shall not be required by its members to have a repeater.

Control operators shall be assigned to monitor the repeater. They shall act on behalf of the MRAC license trustee and insure all FCC rules and regulations are followed by repeater users. A repeater technical group shall be established.

The Board of Directors shall maintain repeater coordination with the Wisconsin Association of Repeaters.

ARTICLE XIV - ARRL FIELD DAY

The Board of Directors shall plan annually for ARRL FIELD DAY and request a volunteer Chairman for the event. MRAC shall be under no obligation to provide for Field Day if a volunteer cannot be found. The volunteer shall be a regular member, class of their license shall not be a requirement. However, one member of the event must have an extra class license and assume the responsibility for proper operating practice of the club station, on behalf of the club license trustee, while the club call (W9RH) is in use. The responsibility can be shared by several members attending the event. The Board of Directors shall make every attempt necessary to attain a site on a yearly basis. Funding will be an expense carried by MRAC.

ARTICLE XV - CLUB PICNIC & CHRISTMAS PARTY

At the discretion of the Board of Directors, MRAC may sponsor an annual picnic. The location can be anywhere so directed by the Board, usually immediately preceding ARRL Field Day. Funding will be provided by MRAC. The Board shall request a volunteer to organize the party.

At the discretion of the Board of Directors, MRAC may sponsor an annual Christmas Party. MRAC shall not be required to provide a party. The Board shall request a volunteer to organize the party. The Board shall determine the price per member and guest to attend the party.

ARTICLE XVI - AMENDMENTS

These By-Laws may be amended by a majority vote of a quorum of the members entitled to vote, present at an annual meeting or special meeting of MRAC, called for that purpose.